



ORION METALS LIMITED

ANNUAL REPORT 2017

ORION METALS LIMITED

ACN 096 142 737

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CORPORATE DIRECTORY

ORION METALS LIMITED

ABN: 89 096 142 737

ASX Code: ORM

Board of Directors

Dr Yi Yang – Non-executive Chairman
Mr Bo Wang – Non-executive Director
Dr Feng Wu – Executive Director
Mr Bin Cai – Executive Director & CFO

Company Secretary

Mr Bill Lyne

Exploration Manager

Mr Peter Brookes

Registered & Administrative Office

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Calamvale QLD 4116

Contact Details

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Shares Registrar

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Banker

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Lawyer

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Auditor

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In 2016-17 Orion Metals (ORM or the Company) again continued with minimal exploration activities in line with the Board's tightly constrained exploration budget. As a consequence, there were no significant field operations conducted during the 12 month period, although the Company continued to observe regulatory requirements in all areas to maintain its tenure in good standing.

Despite very limited budgets, the Company was able to see developments in its Tanami West Project with a successful National Native Title Tribunal (NNTT) outcome. Four exploration licences under application with the State Government of WA were subject to an objection to granting through expedited procedure by the Tjurabalan Native Title Lands Aboriginal Corporation. The NNTT determined the grant of these four leases are acts attracting the expedited procedure. The exploration licences have now been formally granted.

The granting of these tenements in the Tanami West Project is an important step to commencement of on-ground exploration activities towards the identification of economic mineralisation in this highly fertile, rare earth elements (REE) and gold region. ORM remains well positioned to maintain and explore this tenure, which is a high quality strategic metals, rare earth and gold prospective package.

ORM PROJECTS BRIEF

There are four current Project areas in Australia within which ORM are exploring for REE, gold, and base metals (refer Figure 1: Project Location Map, and Table 1: Tenement Schedule).

1. *Tanami West Project:*

This is a REE and gold exploration Project located in the Tanami region of NE Western Australia. It consists of 7 granted tenements covering 107 sub-blocks over 321² km. The granted tenements are held by Rich Resources Investments Pty Ltd, a 100% owned subsidiary of ORM.

2. *Top Camp Project:*

Located 40km south west of Cloncurry in Queensland, the Project consists of 4 granted mining leases. All the leases are 100% ORM held. The Project is modelled on an IOCG (iron oxide copper gold ore deposits) type environment, and is prospective for copper, gold, and base metals. Additionally, it has alluvial gold potential.

3. *Mt Surprise Project:*

Consisting of tenure located in the Mareeba District, NE Queensland, the Project is prospective for REE, tin, tungsten, gold and base metals. It consists of 3 granted tenements, approx. 100² km in area.

4. *Mt Ramsay Project:*

This new Project, since September 2014, is located within the Rockhampton Mining District, 190km west of the port city of Gladstone, Queensland. Mt Ramsay comprises of single tenement EPM 25677, and is highly prospective for REE.

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Figure 1: Project Location Map



ORM TENURE UPDATE

Orion Metals tenement portfolio has strengthened during the 12 month period to February 2017 with the grant of 4 new tenements in the Tanami West Project that were previously under application.

Awaited at this stage however, are the renewal grant notices for two tenements from the Top Camp Project. ORM has had two of its 4 mining leases granted, ML 2764 and ML 2786, though ML 2785 and ML 2792 remain in the Queensland Department of Natural Resources and Mines (DNRM) pipeline for approval. Granting of these two leases is imminent; all application documentations have been lodged on schedule with the Queensland State Government.

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Table 1: ORM Tenement Schedule

ORM TENEMENT LIST at 7th June 2017						
Tenement ID	Location	Registered Holder	Status	Granted Date	Expiry Date	Area (Sub-blocks)
TANAMI WEST PROJECT						
E80/4029	Tanami Region, WA	RRI* 100%	Granted	16/04/2009	15/04/2019	10
E80/4197	Tanami Region, WA	RRI * 100%	Granted	15/10/2009	14/10/2019	3
E80/4558	Tanami Region, WA	RRI * 100%	Granted	13/12/2012	12/12/2017	5
E80/4869	Tanami Region, WA	RRI * 100%	Granted	17/05/2016	16/05/2021	61
E80/4919	Tanami Region, WA	RRI * 100%	Granted	17/05/2016	16/05/2021	22
E80/4920	Tanami Region, WA	RRI * 100%	Granted	17/05/2016	16/05/2021	3
E80/4921	Tanami Region, WA	RRI * 100%	Granted	17/05/2016	16/05/2021	3
MT SURPRISE PROJECT						
EPM 18331	Mt Surprise Area, Qld	ORM 100%	Granted	26/06/2014	25/06/2019	19
EPM 18850	Mt Surprise Area, Qld	ORM 100%	Granted	21/10/2013	20/10/2018	50
EPM 18449	Mt Surprise Area, Qld	ORM 100%	Granted	14/05/2013	13/05/2018	10
MT RAMSAY PROJECT						
EPM 25677	W of Gladstone, Qld.	ORM 100%	Granted	11/08/2014	10/08/2019	26
Tenement ID	Location	Registered Holder	Status	Granted Date	Expiry Date	Area (Hectares)
TOP CAMP PROJECT						
ML 2764	SSW of Cloncurry	ORM 100%	Granted	19/01/1989	31/01/2020	103
ML 2785*	SSW of Cloncurry	ORM 100%	Granted	6/02/1992	28/02/2017	129.2
ML 2786	SSW of Cloncurry	ORM 100%	Granted	15/02/1990	28/02/2021	70
ML 2792*	SSW of Cloncurry	ORM 100%	Granted	6/02/1992	28/02/2017	103.5
<i>* Rich Resources Investments Pty Ltd - wholly owned Subsidiary of Orion Metals Limited</i>						
<i>* Under application for renewal, awaiting grant.</i>						

EXPLORATION ACTIVITIES

No field operations were conducted across Orion Metals tenure during this reporting period while the Company's Board of Directors conduct internal evaluations across all of ORM's tenements. Fresh strategic directions for the Company will be reflected in forthcoming revised budgets.

While exploration funding options are being considered, the cultural and heritage platform for the Tanami West Project is being set with the implementation of a cultural and heritage due diligence survey which commenced in May 2017.

Top Camp Project's statutory and stakeholder approvals towards commencement of a bulk sampling operation remain in place awaiting ORM Board considerations. Key statutory approvals with the DNRM and the Queensland Department of Environment and Heritage Protection (DEHP) are all in place, as well as the environmental authorities financial assurance bonds paid.

There was no significant project work conducted on the Mt Surprise Project or Mt Ramsay Project areas.

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Tanami West Project, Western Australia (Figures 2 & 3)

There was no on-ground exploration conducted on this Project this past year, though desktop evaluations continue to upgrade the Project. Figure 2 is a satellite image of the general Project area, while Figure 3 presents a GIS image of the publically available data from the GSWA 1:250,000 map sheet Billiluna overlain with a semi transparent TMI image. The image serves to present visually, the REE prospectivity potential of this tenement package.

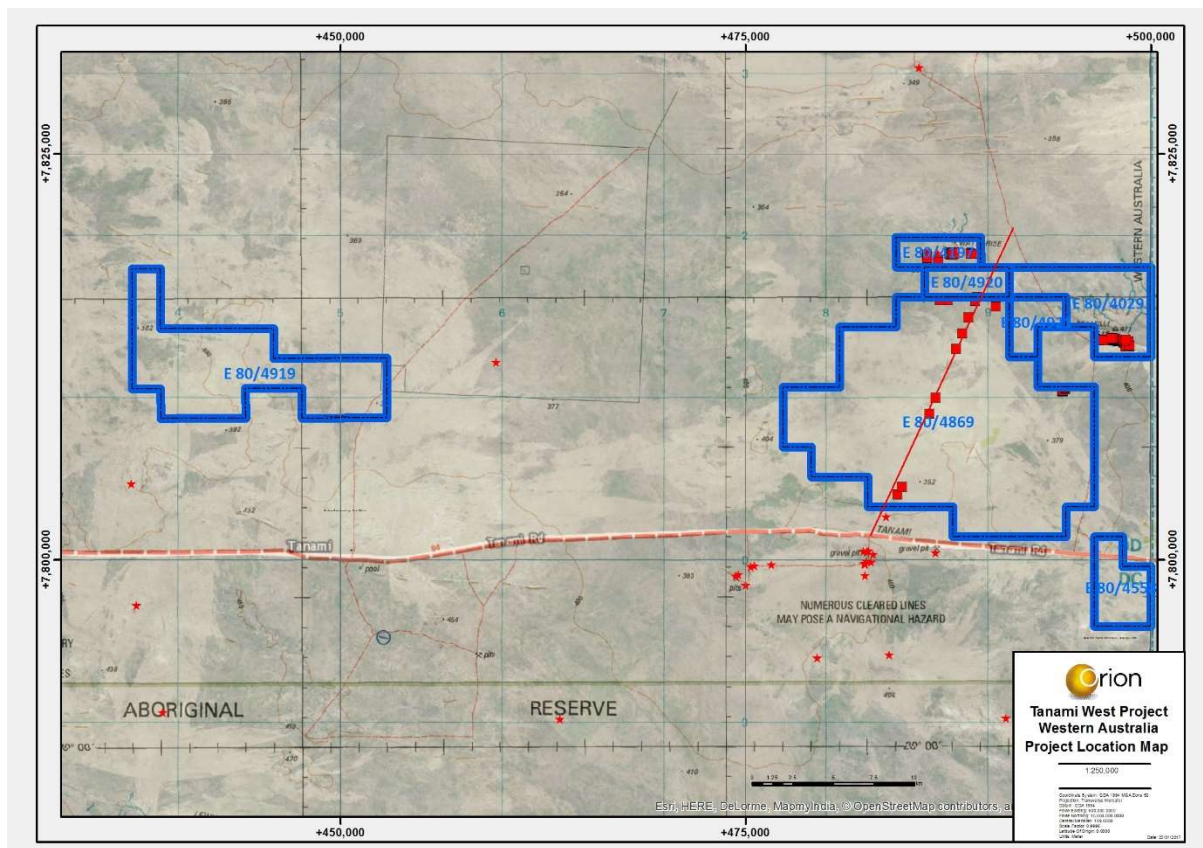
While the ORM Board of Directors finalise Project level evaluations, and determine budget figures for the Tanami West Project, a cultural and heritage due diligence survey encompassing all of its Tanami West Project tenure commenced in May 2017.

The survey is being fast tracked by using helicopter support for ORM's heritage and archaeological consultant team. The helicopter ferries personnel into the area for ground based assessment, as well as fast aerial recon of the area.

Upon completion of the survey, ORM expects to be able to commence field based exploration operations with full knowledge that if any cultural and heritage assets are identified, they can be isolated, and remain undisturbed in line with requirements under the Native Title Act; though as per recent events following ORM's NNTT outcomes, there do not appear to be any sites of particular significance in accordance with the traditions of the native title holders.

Tanami West Project remains ORM's most important REE tenement package.

Figure 2: Tanami West Project Location

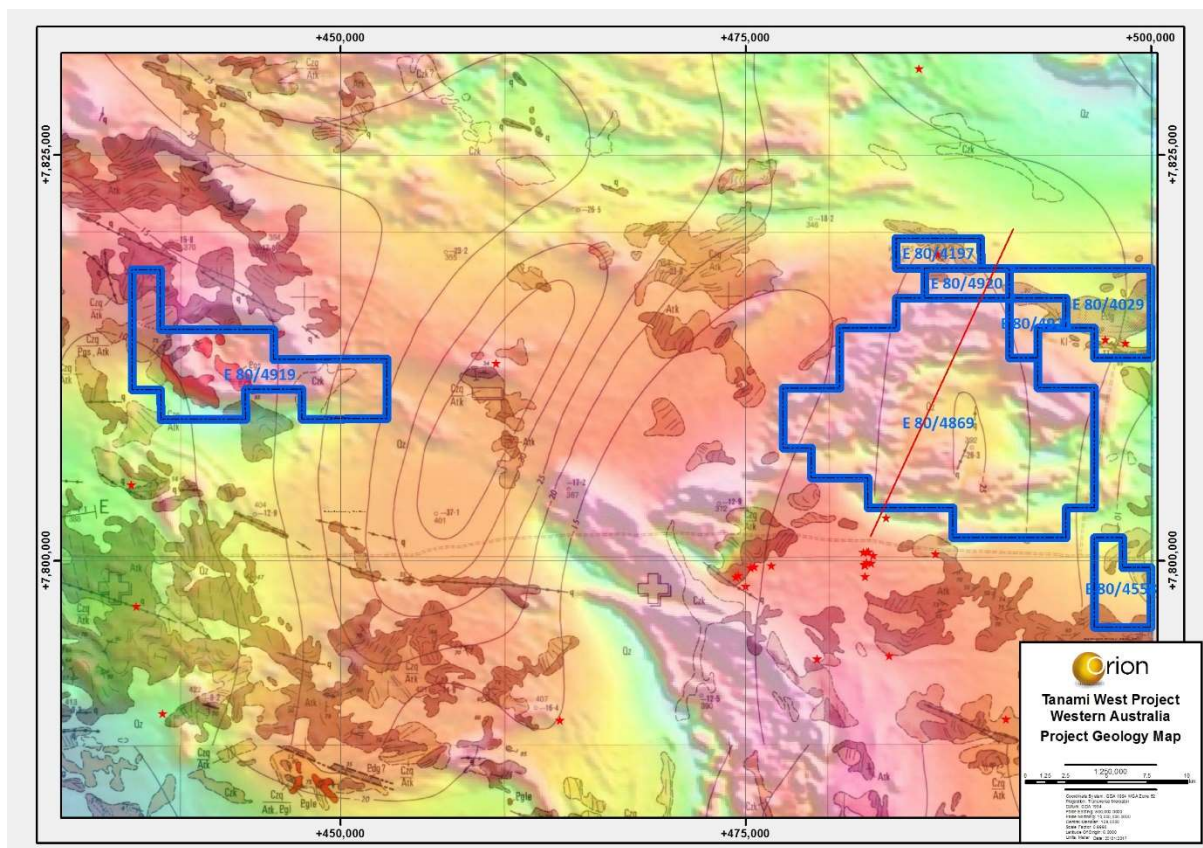


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Note: ORM granted tenure is outlined in bold blue. The Tanami Hwy is highlighted with a heavy red dashed line. Red stars indicate historic gold prospect locations. Red boxes indicate ORM RC drill hole locations. Note as well, the red line trending NNE across E80/4869, it is the Bald Hill Haul Rd miscellaneous licence outline. So where the Bald Hill haul road terminates at the Tanami road is the location of Coyote Gold Mine; currently under care and maintenance.

Figure 3: Tanami West Project Geology and Total Magnetic Intensity Map



Note: The geology GIS layer, extracted from GSWA Billiluna 1:250,000 sheet, is overlain by TMI image. Orion Metals tenure is outline in bold blue. Relevant geology codes for the Project, extracted from the Billiluna sheet include PdG – Gardiner Sst, Pg & Pgs – Slatey Ck Granite, Atk & At – Killi Killi Beds, Czk – Cainozoic calcrete, Qz – quaternary sands gravels. Note the mottled pink purple concentric structures contained within tenure E80/4919 and E80/4869 – both represent zones considered highly prospective for REE.

Top Camp Project, Queensland (Figure 4)

Top Camp Project consists of four, contiguous, granted mining leases which total 405 hectares in area. All four leases are 100% held by ORM. The granting of these leases dates back to the late 1980's, early 1990's, and is the site of the late 1800's original Cloncurry alluvial gold field.

Total production from past mining efforts from 1872 – 2005 indicates, anecdotally at least, 20,000 ounces of gold was extracted. But despite this level of productivity, records suggest that the alluvial gold mining methods were sporadic, superficial but intensive.

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ORM still considers there is an opportunity for an alluvial gold operation at Top Camp, and has progressed statutory and stakeholder approvals towards this end; however current funding remains inadequate to pursue activities at ground level.

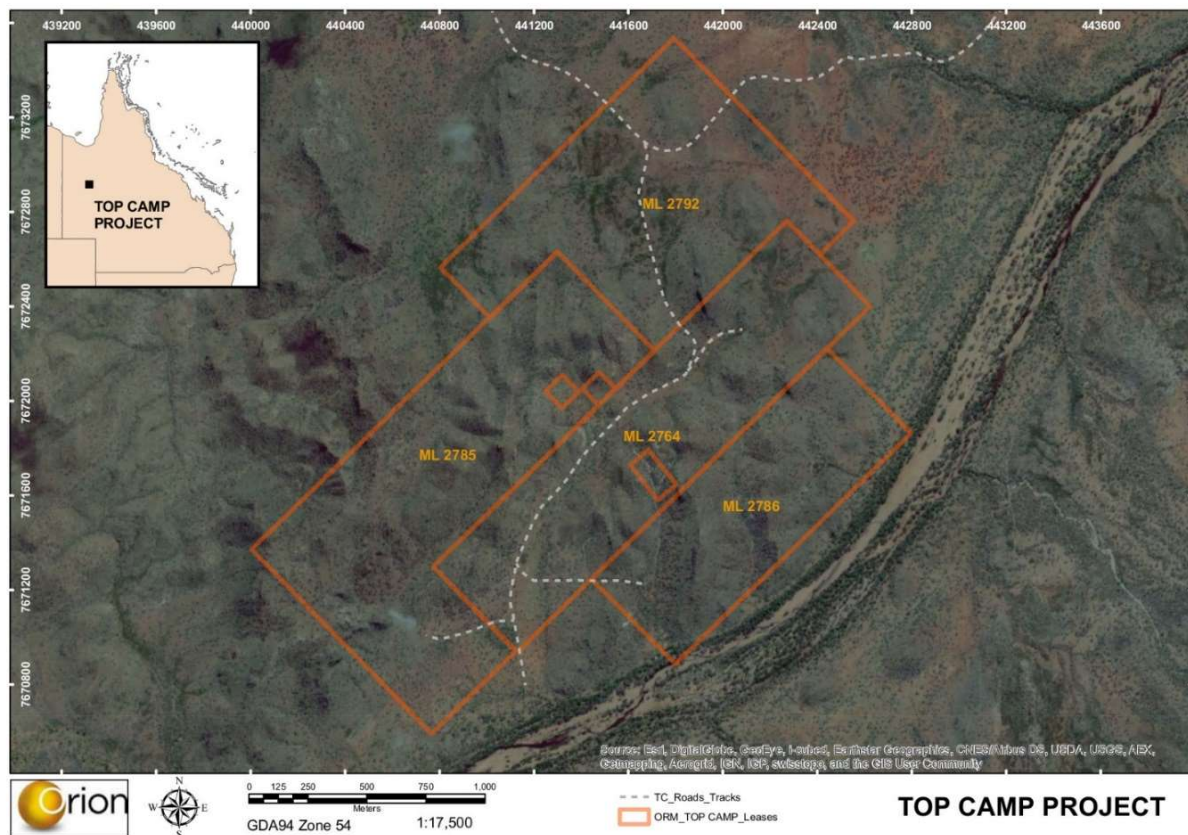
There has not been any on-ground exploration conducted this reporting period. The key compliance to update and renew was the environmental authority. It has been updated, new financial assurances determined, and bonds paid.

Cultural and Heritage surveys are being assessed with the local traditional owners, the Mitakoodi and Mayi Pepople. Relations are good and ORM expects to formalise an agreement and commence survey work once adequate funds become available.

Other important administrative matters involved the rolling renewals of two mining leases, ML 2785 and ML 2792. Both renewal applications were constructed and lodged within the prescribed timeframe in the correct manner. ORM is still awaiting DNR staff to process the applications.

As well as the alluvial gold occurrences across the Project area, and not to be under estimated in its importance and value, is the insitu gold copper primary mineralisation potential. Archive geochemistry data has presented valuable surface sampling and drilling information which warrants a comprehensive base metal exploration re-evaluation.

Figure 4: Top Camp Project area



Note: ORM mining leases are outlined in orange, and lie adjacent to the Cloncurry River, ~40km S of Cloncurry.

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Mt Surprise Project, Queensland

Mt Surprise Project is a “green fields” tin, tungsten, and REE exploration project located in the Mareeba District of North East Queensland. It comprises of three granted 100% ORM held exploration permits, EPM 18331, EPM 18449, and EPM 18850. Following partial relinquishments early in 2015, the ground holding now stands at approximately 237² km of tenure.

Despite some success reported during 2014, budget restrictions precluded further on-ground exploration initiatives during 2016-17.

It is anticipated that with adequate budget support in the next reporting year, ORM will continue to expand its surface sample database towards the identification of anomalies worthy of drill testing.

The Mt Surprise Project is being targeted for granite hosted greisen, vein, and stockwork type tin-tungsten mineralisation, as well as the potential for hydrothermal REE mineral occurrences. The Late Carboniferous, I-type granitoids outcropping throughout the region provide a suitable host for these varied styles of mineralisation and commodity types.

Mt Ramsay Project, Queensland (Figure 5)

Mt Ramsay Project, located west of Gladstone in Queensland, comprises of one tenement EPM 25677 (Figure 4), 100% ORM held. The tenement is host to a large nepheline syenite complex which has intruded sediments of the SE Bowen Basin.

Rocks of this nature, in association with carbonatites and other like rocks, are highly prospective for REE; in particular heavy rare earths.

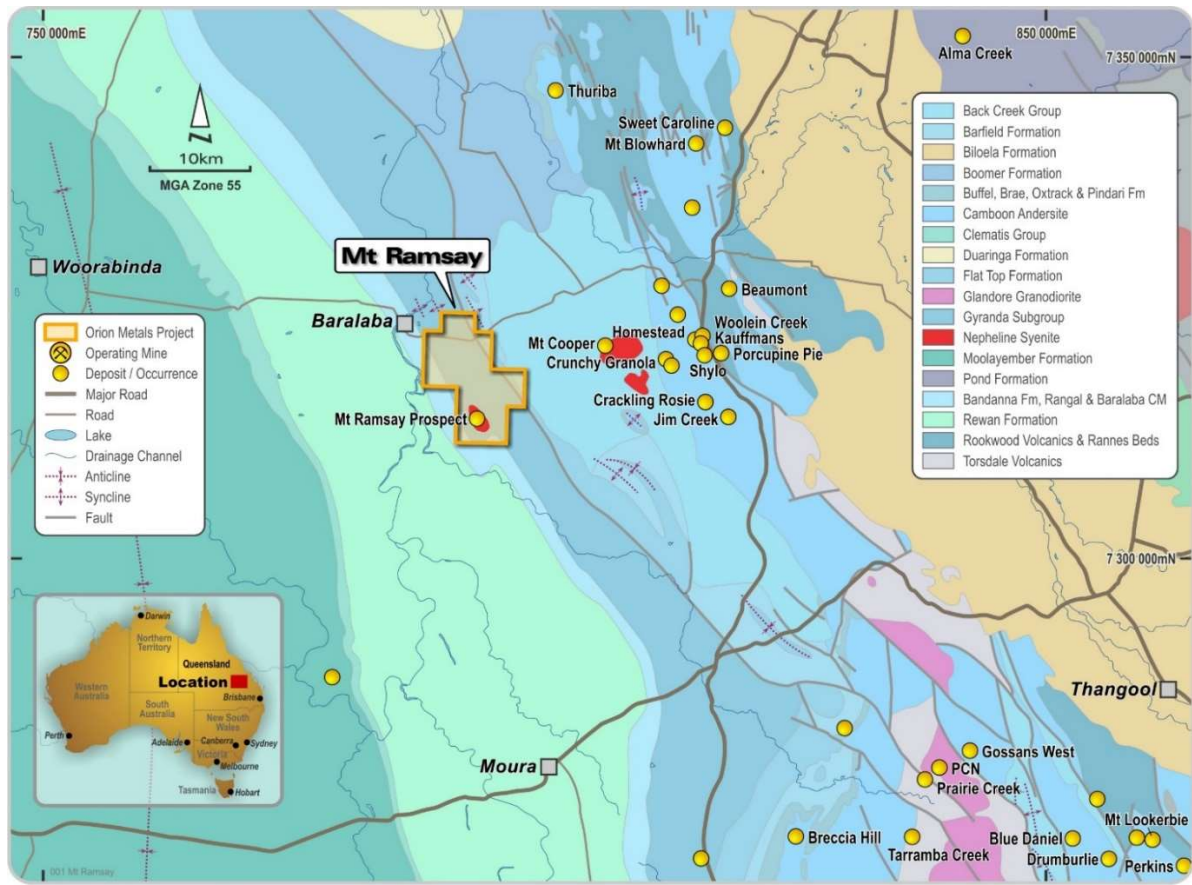
The Mt Ramsay alkaline complex is an excellent exploration opportunity, and has the potential for REE, specialty metals, copper, and gold mineralisation. Notably, there has been no historic exploration for REE or other specialty metals in this region, though there are a number of base metal, gold and silver occurrences.

Budget restrictions prevented any on-ground field work this year.

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Figure 5: Mt Ramsay Project location and regional geology plan



PROPOSED WORK 2017-18

Tanami West Project will be a focus for ORM initially with the recent granting of four exploration licences, and on-ground access issues resolved.

Top Camp Project will be a high priority with the price of gold continuing to climb, and the value of gold projects along with it. Top Camp is considered to be a key asset for ORM.

Mt Surprise and Mt Ramsay are all early stage “greenfields” Projects, and have extensive on-ground exploration programs to be undertaken.

The Projects’ field work proposals outlined for budget approval, briefly, for the next 12 months are as follows:

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Tanami West Project

- Establishment of a regolith map, and tenement scale geology fact and interpretative maps.
- Initiation of systematic regional soil sampling and rock chip sampling for REE and gold across areas determined to be of a suitable sample medium.
- RAB or aircore drilling as either a mechanism to test areas deemed unsuitable for soil samples due to thicknesses of transported overburden, or as a follow-up on encouraging results consequential from earlier soil sampling.

Top Camp Project

- This area has had significant exploration and mining activity in the past, but only a minor amount of information is captured digitally. The database needs populating with some of the quality historic work done to generate targets.
- Systematic rock chip and soil sampling to confirm and refine targets identified from existing historic data.
- Create a geological model, and plan for drill testing.
- Advance approvals, and source funding and investor interest in realizing the alluvial gold mining potential of the Project area.

Mt Surprise Project

- A desktop study that has been initiated needs completing, and validated historic data populated in the database.
- A Project scale geology fact and interpretative map needs assembling, along with acquisition of geophysical imagery.
- The systematic soil, stream sediment, and rock chip sampling program planned and initiated in 2014 needs completing, with the objective being to identify qualitatively, areas of REE, tin, tungsten, gold, and/or base metal anomalism.

Mt Ramsay Project

- Conduct a desktop study of mineral exploration conducted locally and regionally, create a database, and review all archive information.
- Create a regolith map, and tenement scale geology fact and interpretative maps from any existing archive data, supplementing with field mapping as required.
- Initiation of systematic regional soil sampling and rock chip sampling across areas determined to be of a suitable sample medium.

Competent Person Declaration

The information in this report that relates to Exploration Results or Mineral Resources is based on information compiled by Mr Peter Brookes, a part-time employee of Orion Metals Limited, who is a member of the Australian Institute of Geoscientists. Mr Brookes has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Brookes consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

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CORPORATE GOVERNANCE STATEMENT

The ASX Listing Rules require listed companies to include in their Annual Report a statement disclosing the extent to which they have complied with the recommendations of the ASX Corporate Governance Council (“Recommendations”) in the reporting period. These Recommendations are guidelines designed to improve the efficiency, quality and integrity of the Company. The Recommendations are not prescriptive so that if a company considers that a recommendation is inappropriate having regard to its own circumstances, the company has the flexibility not to follow it. Where a company has not followed all the Recommendations, this Statement must identify which Recommendations have not been followed and give reasons for not following them.

This Corporate Governance Statement (“Statement”), the Company’s Corporate Governance Charter (“Charter”), and other information for shareholders is available on the Company’s website: www.orionmetals.com.au

The Board has implemented the Recommendations insofar as they are relevant to the size of the Company and the nature of its activities at the present time. Details of the Company’s compliance and the reasons for any non-compliance are addressed in this Statement.

Role of the Board

The Board’s primary responsibility is to oversee the Company’s business activities and management for the benefit of all shareholders which it accomplishes by:

- establishing corporate governance and ethical business standards;
- setting and monitoring objectives, goals and strategic direction with a view to maximising shareholder value;
- approving and monitoring budgets and financial performance;
- ensuring adequate internal controls exist and are appropriately monitored for compliance;
- ensuring significant business risks are identified and appropriately managed;
- approving financial and other reporting, and announcements prior to lodgement with the ASX and release to shareholders;
- ensuring the composition of the Board is appropriate, selecting directors for appointment to the Board and reviewing the performance of the Board and the contributions of individual directors; and
- setting remuneration policy and evaluating the performance of senior executives.

Board Composition

The current Board comprises non-executive directors: Dr Yi Yang, appointed 22 July 2016 who is the Company’s Chairman, and Mr Bo Wang, appointed 22 July 2016, and 2 executive directors: Dr Feng Wu, appointed 22 July 2016, who is responsible for compliance and Mr Bin Cai, appointed 25 July 2012, who is also the Chief Financial Officer (“CFO”) and acts as the Chief Executive Officer (“CEO”) when required.

The Board considers that an independent director is a non-executive director who meets the criteria for independence included in the Recommendations. So, on this basis, the only independent director at the present time is Mr Bo Wang.

The Board has not at this time set any specific materiality thresholds in relation to directors on the basis that such are considered subjective, may depend on each relevant situation and do not impact on independence criteria.

The Board believes that, given the size of the Company and its stage of commercial maturity, it is not practical to appoint any additional independent directors to the Board and considers industry experience and specific expertise, as well as general corporate experience, to be more important attributes of its Board members than independence at this time.

The Board also does not consider it necessary yet to address Board succession in view of the fact that most of the directors are shareholder nominees and any changes at the present time will be directed by those shareholders. As the Company’s activities increase in size, nature and scope, the composition

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and size of the Board will be reviewed periodically to ensure it comprises the optimum number of directors required to adequately supervise the Company's business.

All current directors have a broad range of qualifications, experience and expertise in managing companies, including those involved in minerals exploration, as set out in the Directors' Report and the following matrix of the Board's assessment of their current skills and diversity:

Skills & Experience		Diversity / Demographic Background	
Corporate governance	High	<i>Gender</i>	
Strategic planning	High	Male	2
International	High	Female	0
Mining/exploration industry	Medium	<i>Age</i>	
Risk management	High	25-40	1
Financial management	High	41-55	2
Technology/IT	High	56-70	1
Digital/social media	High	Over 70	0
Leadership	High	<i>Ethnicity</i>	
Legal	Medium	Aboriginal or Torres Straits Islander	0
Stakeholder relationships	High	Asian	4
		White/Caucasian	0
		Other	0

There is no requirement for any director to have a shareholding in the Company, however a majority of the current directors do hold direct or indirect interests in the Company's shares and are the nominees are substantial shareholders in the Company.

Both non-executive directors' and executive directors' remuneration is set by the Board at what they consider to be relatively modest levels compared to similar companies and, for non-executive directors, is well within the aggregate amount payable approved by shareholders, being \$300,000 last approved at the Annual General Meeting ("AGM") in June 2011. The Company does not have any equity-based remuneration scheme.

The evaluation of individual director's performance is undertaken when appropriate. No such evaluation was undertaken in the most recent reporting period given the nature of the appointments to the current Board.

Directors have written agreements with the Company setting out the terms of their appointment as directors. However, the 2 executive directors do not have any written agreement as to the terms and conditions of their executive roles and responsibilities as the Board considers this unnecessary given they are shareholder nominee appointments. Senior executive staff are employed under written contractual arrangements.

All directors, apart from one with the responsibilities of a Managing Director, are subject to shareholder re-election following initial appointment and by rotation at least every three years. The Company's Constitution provides that one-third of the directors retire by rotation each AGM. Those directors who are retiring may submit themselves for re-election by shareholders, including any director appointed to fill a casual vacancy since the date of the last AGM.

The Board considers that as most of the current directors are nominees of major shareholders, and the other is well known to the Chairman, there is no need to undertake any in-depth probity or other background checking of either new director appointees or candidates for election by shareholders. However, brief biographical details, qualifications, experience and other relevant information about directors standing for election or re-election are provided in the AGM Notice.

New directors are provided with copies of all relevant Company documents and policies governing the Company's business, operations and management, at the time of joining. However, the Company is not yet in a position to facilitate all directors undertaking site visits; nor to provide appropriate professional development opportunities for directors to assist in their roles. Nevertheless, Directors are encouraged to personally undertake appropriate training and refresher courses conducted by the Australian Institute of Company Directors.

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Access to Independent Professional Advice

The Company acknowledges that directors may require high quality information and advice on which to base their decisions and considerations. With the prior approval of the Chairman, all directors have the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfill their duties and responsibilities as directors. If the Chairman is unable or unwilling to give approval, majority Board approval will be sought.

Board Processes

The Board of the Company meets on an occasional basis. The agenda for these meetings is prepared by the Company Secretary in conjunction with the Chairman and the other directors. Relevant information is circulated to directors in advance of Board meetings.

The Company Secretary is accountable directly to the Board on matters to do with the proper functioning of the Board. However, his communications are restricted because both the Chairman and some other directors do not comfortably speak or read English.

Board Committees

The Company does not have at this time any of the recommended committees covering audit, risk, remuneration or nomination. The full Board of directors undertakes the functions of these individual committees to the extent that the directors consider necessary. Given the composition of the Board and the size of the Company it is considered that individual committees are not presently warranted; however it is expected that when the Company's operations expand some of these committees may be established.

The Board's oversight of corporate reporting is augmented by the function of the external Auditors. In addition, performance of the incumbent Auditors is reviewed from time-to-time and the Board ensures that the audit engagement partner is rotated as statutorily required.

Role of Management

The Board has delegated responsibilities and authorities to the executive directors and senior staff to enable management to conduct the Company's day-to-day activities. Matters which are not covered by these delegations, such as approvals which exceed certain limits or do not form part of the approved budget, require Board approval.

An evaluation of the performance of senior management will be undertaken at a meeting of the Board of the Company when considered necessary, by the non-executive director and the Chairman. This is considered to be an appropriate process as the Company is still in the minerals exploration stage therefore it is not possible to evaluate performance against revenue or profit targets. No evaluation was undertaken in the most recent reporting period.

Details of the Company's remuneration practices in relation to key management personnel ("KMP") are set out in the audited Remuneration Report section of the Directors' Report. In summary, the remuneration structure for KMP is dictated by the Board and is based on a number of factors including market remuneration for comparable companies and the particular qualifications, experience and skills of the individuals concerned.

Ethical Standards

As part of the Board's commitment to the highest standard of conduct, the Company has adopted a Code of Conduct to guide executives, management and employees in carrying out their duties and responsibilities. The Code of Conduct is incorporated within the Charter and encompasses:

- responsibilities to shareholders;
- compliance with laws and regulations;

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- relationships with clients, customers and consumers;
- conflicts of interest;
- employment practices; and
- responsibilities to the community.

All directors are also required to adhere to a Corporate Ethics Policy - which is included in the Charter as well - covering the ethical and legal requirements in relation to their conduct as directors both within the Company and externally to other parties.

The Board has resolved that the relevant sections of the Charter, particularly the Code of Conduct, Corporate Ethics Policy, and continuous disclosure obligations should also extend to cover all executives, employees and consultants of the Company.

In addition, the Company has established a Share Trading Policy under which directors and KMP are restricted from dealing in Company shares when they are in possession of price sensitive information and during specified periods before or after the release of half and full-year financial results.

Diversity

The Board has approved a workplace Diversity Policy in compliance with the Recommendations but cognizant of the constraints of a mining exploration company, particularly in relation to gender diversity. This Policy is available on the Company's website.

The Policy outlines measurable objectives for achieving gender diversity over the longer term: these are:

- *Employment Balance* - aiming to increase the proportion of women directors on the Board, in senior management and in the organisation overall, including contractors and consultants.
- *Non-Traditional Roles* - increasing the number of women working in non-traditional roles, employed through focused recruitment - very relevant in a mining exploration company.
- *Development & Promotion* - provide equal opportunities for both men and women to attend training and development courses - and to be promoted purely on merit.
- *Remuneration* - equity in pay regardless of gender.
- *Flexible Work Practices* - removal of differentiation between genders - eg, with maternity/parental leave or compassionate leave - and opportunities to work from the home environment (which might assist where there are young children or aged relatives that need some care at times).
- *Discrimination & Harassment* - curbing practices which might prejudice employees because of their gender through appropriate training.

The Board acknowledges that for a relatively small Company, with limited resources, the achievement of many of these goals over the short-term is difficult, but they are kept under review.

At the date of this Statement the Company has 4 directors, all male, and 1 full-time employee who is male. The Company also engages 3 part-time contract staff who are male. The Board also notes the ethnic and cultural diversity of the Company's current directors, staff and contractors.

Continuous Disclosure & Shareholder Communication

The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive and informed market. In accordance with continuous disclosure obligations under the ASX Listing Rules, the Company has procedures in place to ensure that all price sensitive information is identified, reviewed by management and disclosed to the ASX in a timely manner. These procedures are also detailed in the Charter. All information disclosed to the ASX is posted on the Company's website.

Shareholders are forwarded the Company's Annual Report, if requested, and documents relating to each General Meeting, being the Notice of Meeting, any Explanatory Memorandum and a Proxy Form, and shareholders are invited to attend these meetings. Shareholders may elect to receive communications electronically. The Company's external Auditors are also required to be present at

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the AGM to answer any queries shareholders may have with regard to the audit and preparation and content of the Audit Report.

However, the Company has not as yet designed and implemented a specific investor relations program to facilitate effective two-way communication with shareholders because the Board considers the above practices are adequate at the present time.

Managing Business Risk

The Board constantly monitors the operational and financial aspects of the Company's activities and is responsible for the implementation and ongoing review of business risks that could affect the Company. Duties in relation to risk management that are conducted by the Board include but are not limited to:

- initiate action to prevent or reduce the adverse effects of risk;
- control further treatment of risks until the level of risk becomes acceptable;
- identify and record any problems relating to the management of risk;
- initiate, recommend or provide solutions through designated channels;
- verify the implementation of solutions; and
- communicate and consult internally and externally as appropriate.

The Board has identified the material business risks which might affect the Company, has developed a policy for the management of those risks and has delegated responsibilities for managing those to the executive directors and relevant staff.

At the present stage of its development the Board believes that the Company does not have any material exposure to economic, environmental and social sustainability risks.

The Board has not reviewed the Company's risk management framework on an annual basis, but rather has adopted the approach of review as and when considered necessary in view of the relatively benign nature of the risks relevant to this early phase of the Company's development.

In addition, in accordance with section 295A of the Corporations Act 2001, the persons performing the roles of CEO and CFO are required to provide declarations to the Board in relation to each financial period that in their opinion:

- the financial records of the Company have been properly maintained, and
- the financial statements comply with the accounting standards, and give a true and fair view of the Company's financial position and performance

and, as required by the Recommendations, that:

- the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Company does not have an internal audit function in view of the very small staff size and the Board considers the executive directors are able to adequately oversee the risk management and internal control processes. With the planned growth in business the Board has also requested that the executive design and implement when required a risk management and internal control system to more adequately manage the Company's material business risks and to report to the Board on matters relating to risks, including the effectiveness of that risk management system.

This Statement is current as at 19 June 2017 and was approved by the Board of Directors of Orion Metals Limited on that date.

ORION METALS LIMITED
ACN 096 142 737

SHAREHOLDER INFORMATION

Additional information required by the Australian Securities Exchange (ASX) and not shown elsewhere in the Annual Report, current as at 8 June 2017, is advised hereunder.

Stock Exchange Quotation

The Company's shares are quoted on the ASX (Home branch: Sydney) under the code "ORM".

Classes of Securities

The Company has the following equity securities on issue:

ASX quoted: 345,097,443 ordinary shares, each fully paid, held by 388 shareholders
Unquoted: 200,000,000 options, exercisable at 0.5¢ each, expiring 21 July 2018,
held by Excellence Holdings HK Limited

Voting Rights

The voting rights attaching to ordinary shares are set out in Rule 27 of the Company's Constitution and are summarised as follows:

- Subject to the Constitution, a holder of ordinary shares in the Company shall be entitled to be present at any meeting, and to vote in respect of ordinary shares held by him. Any member present at any meeting may decline to vote on any question put to that meeting, but in that case shall not be considered absent from the meeting.
- Unless otherwise provided in the Constitution, at any meeting every member present in person or by proxy or by attorney or, in the case of a body corporate, representative appointed pursuant to Section 250D of the Corporations Act shall be entitled:
 - (a) on a show of hands, to one vote; and
 - (b) on a poll, to one vote for each share of which he is the holder.

Holders of options have no voting rights until such options are exercised.

Restricted Securities

There are no restricted securities on issue.

On-market Buy-backs

There is no current on-market buy-back of any securities.

Distribution of Security Holders

Distribution of shares and the number of holders by size of holding are:

Shareholding Range	Ordinary Shares	
	Number of Holders	Number of Shares
1-1,000	39	11,705
1,001-5,000	152	446,338
5,001-10,000	55	420,801
10,001-100,000	115	4,049,124
100,001 and over	27	340,169,475
Totals	388	345,097,443

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SHAREHOLDER INFORMATION

There are 257 shareholders with less than a marketable parcel of 12,821 shares (based on a closing share price of \$0.039) who together hold 1,004,011 shares.

Twenty Largest Security Holders

The names of the 20 largest shareholders, the number of shares and the percentage of capital each holds, are:

Rank	Shareholder	Holding	Percent
1	EXCELLENCE HOLDINGS HK LIMITED	200,000,000	57.95
2	AUSTRALIA CONGLIN INTERNATIONAL INVESTMENT GROUP PTY LTD	91,852,948	26.62
3	JIEN MINING PTY LTD	23,065,000	6.68
4	MR CONGLIN YUE	13,729,628	3.98
5	J P MORGAN NOMINEES AUSTRALIA LIMITED	2,626,605	0.76
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,648,111	0.48
7	MR IANAKI SEMERDZIEV	1,294,988	0.38
8	P W ENGLISH & ASSOCIATES PTY LTD < SUPER FUND>	946,667	0.27
9	VICTORY CREST PTY LIMITED <SAMUEL TUSA FAMILY NO 2 A/C>	699,391	0.20
10	CITICORP NOMINEES PTY LIMITED	688,730	0.20
11	SILVERGATE CAPITAL PTY LTD <SILVERGATE CAPITAL UNIT A/C>	660,000	0.19
12	BROUGHTON MINERALS PTY LTD	500,000	0.14
13	MR PETER CAMERON SYMONS	433,333	0.13
14	XENOLITH PTY LTD <XENOLITH SUPER FUND A/C>	303,875	0.09
15	ST SUPER PTY LTD <SAMUEL TUSA SUPER FUND A/C>	300,000	0.09
16	TA SECURITIES HOLDINGS BERHAD	245,090	0.07
17	MR ROGER ADRIAN ALDRED PARKER & MRS MARGARET DENISE PARKER	228,000	0.07
18	MR ALAN BRIEN & MRS MELINDA BRIEN <A & M BRIEN SUPER FUND A/C>	187,442	0.05
19	MR ABEL MARIA BELO DO ROSARIO & MRS NOREEN MARIA ROSARIO	179,167	0.05
20	MR JOSEPH EMANUEL GALEA	130,000	0.04
Totals		339,718,975	98.44

Substantial Shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act are:

Holder	Number of Shares
Excellence Holdings HK Limited	200,000,000
Conglin Group	105,582,576
Jien Mining Pty Ltd	23,065,000



ORION METALS LIMITED

ACN 096 142 737

DIRECTORS' REPORT

AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 28 FEBRUARY 2017

ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

Your Directors present their report on the consolidated entity consisting of Orion Metals Limited and its controlled entities at the end of, or during the year ended, 28 February 2017.

1. THE DIRECTORS

The following persons were directors of the Company during the financial year and up to date of this report:

Dr Yi Yang	Non-Executive Chairman <i>Appointed 22 July 2016</i>
Qualifications	PhD in Philosophy
Experience	Dr Yi Yang was previously a government officer in the Central China Government and is now a director of numerous enterprises in China. He has many years' experience as a fund manager who managed up to RMB1 billion and AUD200 million. Dr Yang was the founder and Executive Chairman of Beijing Wayield Investment Co., Ltd in 2004 that has financially backed Excellence Holdings HK Limited in which he has a 50% interest and is a director. Wayield Investment is a registered financial institution by the Asset Management Association of China.
Special responsibilities	Chairman
Interest in Shares and Options	200,000,000 shares & 200,000,000 options held by Excellence Holdings HK Limited
Directorships held in other listed entities	None
Dr Feng Wu	Executive Director (Compliance) <i>Appointed 22 July 2016</i>
Qualifications	PhD in Law
Experience	Dr Feng Wu was previously a Prosecutor of the Supreme People's Procuratorate of China. He founded a successful law practice in China in 2000 and provides services for state owned enterprises and large businesses. He is a director of several other companies in China and is also Executive Chairman of Beijing Electronics Technology Ruida Co., which is a subsidiary of China Electronics Corporation, the largest Chinese state owned IT enterprise and a global top 500 IT company. Dr Wu also has a 50% interest in Excellence Holdings and is a director.
Special responsibilities	Compliance
Interest in Shares and Options	200,000,000 shares & 200,000,000 options held by Excellence Holdings HK Limited
Directorships held in other listed entities	None

ORION METALS LIMITED
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DIRECTORS' REPORT

1. THE DIRECTORS (Cont'd)

Mr Bo Wang	
Non-Executive Director <i>Appointed 22 July 2016</i>	
Qualifications	B.Com. (Accounting) University of Canberra M. Management University of NSW
Experience	Mr Bo Wang has held several positions in Australian and Chinese companies and is currently Executive Chairman of Boran (Tianjin) Financial Leasing Pty Ltd. He is studying for a Doctor of Psychology at Peking University
Special responsibilities	None
Interest in Shares and Options	None
Directorships held in other listed entities	None
Mr Bin Cai	
Executive Director <i>Appointed 25 July 2012 (and previously Director 30 April 2012 ~ 31 May 2012)</i>	
Qualifications	Master of Finance & IS
Experience	Mr Cai is the Managing Director of Conglin International Investment Group Pty Ltd based in Brisbane. He has a record of successful strategic investments in emerging Australian resources companies based on his long experience in resources investment. Prior to joining the Conglin Group Mr. Cai had eight years' experience with The China Investment Bank.
Special responsibilities	Chief Financial Officer
Interest in Shares and Options	6,250 shares held by Australia Cayenne Holdings Pty Ltd.
Directorships held in other listed entities	Director of Carpentaria Exploration Limited, appointed 15 May 2011 ~ continuing. Alternate Director of Northern Minerals Limited, appointed 29 August 2013 ~ continuing
Mr Conglin Yue	
Executive Chairman <i>Resigned 22 July 2016</i>	
Qualifications	N/A
Experience	Mr Yue is involved with businesses having long-standing relationships with a number of major steel producing companies in China, having developed a successful coking coal and iron ore trading business in China over many years. These well-developed relationships should benefit Orion as it moves closer to the production of gold and rare earth materials on a commercial scale through improved marketing and distribution channels. Mr Yue is also the Chairman of Conglin Baoyuan International Investment Group, a Chief Executive Officer of Huachen and a Director of the Chinese University of Political Science and Law.
Special responsibilities	Chairman and Chief Executive Officer

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DIRECTORS' REPORT

1. THE DIRECTORS (Cont'd)

<i>Ms Yanchun Wang</i>	<i>Non-Executive Director</i> <i>Resigned 22 July 2016</i>
Qualifications	N/A
Experience	Ms Wang is the wife of Conglin Yue and acts as a strategic investor for a number of Chinese based companies. Ms Wang is a Vice Chairman of Conglin Baoyuan International Investment Group and also a Director of Huachen.
Special responsibilities	None
 <i>Dr Michelle Li</i>	 <i>Non-Executive Director</i> <i>Resigned 18 March 2016.</i>
Qualifications	PhD, GAICD
Experience	Dr Li is a mineral processing engineer and metallurgist with over 20 years' experience in the Australian mining sector. Her experience includes senior roles at Citic Pacific, Rio Tinto and Iluka Resources, as well as a senior project role at the Grange Resources Southdown project.
Special responsibilities	None
 <i>Company Secretary</i> <i>Bill Lyne</i>	 Appointed 19 January 2010
Qualifications	BCom, CA, FGIA, FAICD, FFIN
Experience	Mr Lyne is the principal of Australian Company Secretary Service, providing company secretarial, compliance and governance services to public companies. He is secretary of a number of other listed companies and has a wealth of experience in corporate governance principles and practice.
Directorships held in other listed entities	Director of Jumbo Interactive Limited appointed 30 October 2009 ~ continuing

2. PRINCIPAL ACTIVITIES OF THE CONSOLIDATED ENTITY

The principal activity of the consolidated entity is the exploration for Rare Earth Elements (REE), including Heavy Rare Earth Elements (HREE), and gold. There have been no significant changes in the nature of the principal activities during the year.

3. OPERATING RESULTS

The net result of operations of the consolidated entity for the year ended 28 February 2017 was a loss of \$2,536,861 (2016 – loss of \$599,653) which included:

- write off of exploration and evaluation assets totalling \$2,030,583 (2016: \$108,418),
- personnel expenses of \$367,235 (2016: \$375,188), and
- other expenses of \$144,588 (2016: \$116,206).

Exploration expenditure during the year focussed on the Tanami West and Mt Surprise Projects and totalled \$125,723 (2016: \$298,337). All tenements were impaired or relinquished during the year resulting in a write off of \$2,030,583 (2016: \$108,418).

The consolidated entity's strategy for future years is presently under review. Directors are assessing the entity's portfolio of assets and determining whether to continue the exploration, evaluation and development of each mineral project, and/or to sell or relinquish non-core assets.

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DIRECTORS' REPORT

4. DIVIDENDS

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend since 28 February 2017 and to the date of this report.

5. REVIEW OF ACTIVITIES AND BUSINESS STRATEGIES

Orion Metals Limited has continued to rationalise costs and exploration activities during the year to conserve cash until sufficient funding has been secured.

Identification of tenure prospective for strategic metals, rare earth elements, and gold remains the focus for Orion Metals Limited.

During 2016/2017, all exploration Projects were again reviewed broadly against tenement prospectivity and overall costs. As at the date of this report, Directors are continuing to assess the entity's portfolio of exploration assets. Due to the lack of planned substantive expenditure on the tenements at this point, the directors have been conservative and impaired all exploration assets as at 28 February 2017.

On a Project level, activities have been summarised below.

Tanami West Project

On 12 April, 2016, ORM successfully challenged the right to have its four tenements granted by expedited procedure, with the National Native Title Tribunal (NNTT) handing down its determination in favour of Orion Metals. The four tenements E80/4869, E80/4919, E80/4920, and E80/4921 were granted on 17 May 2016.

Tanami West Project remains ORM's most important REE tenement package, and the granting of these four tenements certainly boosts ORM's REE exploration potential.

Mt Surprise Project

Field work is currently on hold, due to the limited availability of funds

Top Camp Project

Remains the Company's most prospective Project with both the untested historic alluvial gold fields, and high quality primary iron oxide copper-gold (IOCG) targets, positioned on mining leases. Desktop studies and work on statutory and regulatory approvals dominated activities this last reporting period.

Mt Ramsay Project

No field work was undertaken during the year, although remains a high priority exploration area for Rare Earth Elements (REE), with a major focus on the Heavy Rare Earth Elements (HREE), and gold.

ORION METALS LIMITED
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DIRECTORS' REPORT

6. OUTLOOK

Excellence Holdings HK Limited will undertake to provide continued financial support to Orion Metals Limited on their ongoing operations for the next twelve months. A 2017-2018 exploration budget has been constructed to guide the Company through this financial year. The exploration programme will focus on the Tanami West Project.

7. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

At the Annual General Meeting held on 21 July 2016 shareholders approved the issue of additional shares to Excellence Holdings HK Limited ('EH'), which took their shareholding interest in ORM to 57.95%. As a consequence of this increased shareholding by EH, the following Board changes occurred:

- Dr Yi Yang was appointed as a non-executive Director and Chairman of the Company, representing EH
- Dr Feng Wu, also representing EH, was appointed as a part-time executive Director with responsibility for compliance
- Mr Bo Wang was appointed as an independent non-executive Director
- Mr Conglin Yue resigned as a Director and CEO
- Ms Yanchun Wang resigned as a Director

Other than stated above, there were no significant changes in the state of affairs of the consolidated entity during the financial year.

8. EVENTS SUBSEQUENT TO BALANCE DATE

No matters or circumstances have arisen since the end of the year which significantly affected or could significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in future financial years.

9. LIKELY DEVELOPMENTS

Orion Metals Ltd intends to conduct on-ground exploration activities at its Tanami West Project which comprises 6 exploration tenements – E80/4869, 4919, 4920, 4921, 4197, and E80/4029. Access to the tenements has been frustrated by the Kimberley Land Council's (KLC) approach to heritage protection. The Company is seeking an alternative approach to compliance with the State's Aboriginal heritage laws.

Directors will continue investigating potential sources of funding or any joint venture opportunity across all projects to enable the consolidated entity to continue operations and carry out its exploration programmes over the next twelve months.

ORION METALS LIMITED
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DIRECTORS' REPORT

10. COMPANY HEALTH & SAFETY POLICY

Orion Metals Limited places the health and safety of its people at work as the highest priority consideration above all others in the business environment. Orion's people are not only its staff and employees, but its various consultants and contractors.

Orion believes that a healthy workforce engaged in a safe and caring work environment, with a proactive safety culture will be a productive, and content workforce. We see this evolve towards improved business efficiency, and commercial success. We strive to create a culture where safety is a core value and where every individual takes responsibility for their own actions; and will act to prevent and stop unsafe occurrences or the actions of others.

In support of this policy, management accepts responsibility for the implementation of systems and processes to reduce safety risks in the workplace to as low as reasonably practicable. In order to achieve this goal, Orion has implemented an industry best practise HSE Management Plan. Complementary to this is a process of continued up-skilling of its workforce through industry and in-house education and training.

Orion's ultimate goal is the elimination of all incidents or events in the workplace which produce injury, harm, or damage.

Orion encourages employee participation in all matters affecting the health and safety of our people and invites suggestions from our work force of ways in which health and safety can be improved.

11. ENVIRONMENTAL REGULATION AND PERFORMANCE

The consolidated entity is subject to and complies with environmental regulation in relation to its mineral exploration activities in North Queensland and Western Australia. At the date of this report there have been no known breaches of any environmental obligations.

The following policy has been adopted as the official Environmental Policy of the consolidated entity for its activities in both Queensland and Western Australia:-

The consolidated entity is committed to being a leader in environmental excellence by:

- Minimizing the effect of its activities on the environment.
- Rehabilitation of disturbed areas using environmental best practices.
- Meeting and where necessary exceeding applicable laws, regulations and voluntary commitments.

In achieving these objectives the Company will:

- Comply with all applicable environmental laws, regulations and conditions, upholding the spirit of those laws and where the law does not adequately protect the environment, applying the most appropriate environmental standard to each area in which the Company operates.
- Ensure that it has in place management systems to identify, control, monitor and audit environmental risks arising from its operations, products and services.
- Liaise with governmental and other authorities at all levels to develop and maintain responsible and effective environmental policies, laws, regulations and standards.
- Communicate openly with government and the community on environmental issues.
- Ensure that all employees, contractors and suppliers are informed of this policy, aware of their environmental responsibilities and their role in assisting in the implementation of this policy.

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DIRECTORS' REPORT

12. SHARES UNDER OPTION

On 21 July 2016 the Company issued 200,000,000 options outstanding with an exercise price of 0.5 cents each and an expiry date of 21 July 2018.

These options were outstanding as at 28 February 2017.

Shares issued on the exercise of options

No Orion Metals Limited ordinary shares were issued during the year ended 28 February 2017 as a result of the exercise of options over unissued shares in the Company.

13. DIRECTORS' MEETINGS

The number of directors' meetings held during the financial year and the number of meetings attended by each director whilst a director is as follows:

Director	Meetings of Directors Held *	Meetings of Directors Attended
Dr Yang Yi (appointed 22 July 2016)	3	3
Dr Feng Wu (appointed 22 July 2016)	3	3
Mr Bo Wang (appointed 22 July 2016)	3	2
Mr Bin Cai	5	5
Dr Conglin Yue (resigned 22 July 2016)	3	0
Ms Yanchun Wang (resigned 22 July 2016)	3	2
Dr Michelle Li (resigned 18 March 2016)	1	1

**** at which eligible to attend***

Dr Michelle Li represented Jien Mining Pty Ltd, which holds 23,065,000 shares in Orion Metals Limited.

ORION METALS LIMITED
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DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED

Remuneration Practices

The consolidated entity's policy for determining the nature and amount of remuneration of key management personnel, including Board members is set out below.

The remuneration structure for key management personnel, excluding non-executive directors, is set by the Board of Directors and is based on a number of factors including, market remuneration for comparable companies, particular experience of the individual concerned and overall performance of the consolidated entity. The contracts for service between the consolidated entity and key management personnel are on a continuing basis the terms of which are not expected to change in the immediate future. The consolidated entity retains the right to terminate contracts immediately by making payment of an amount based on the employee's years of service. Upon retirement or termination key management personnel, excluding non-executive directors, are paid employee benefits accrued to date of retirement or termination. Compensation is determined in accordance with the general remuneration policy. The manner of payment is determined on a case by case basis and is generally cash but a mix of non-cash benefits may be considered appropriate by the Board of Directors.

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The board ensures that director and executive rewards satisfy the following key criteria:

- competitiveness and reasonableness
- acceptability to shareholders
- transparency.

The consolidated entity has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the organisation.

The remuneration framework is aligned to shareholders' interests through:

- a focus on sustained growth in share price and key non-financial drivers of value
- attracting and retaining high calibre executives.

The remuneration framework is aligned to employees' interests through:

- rewarding capability and experience
- reflecting competitive rates of remuneration in respect of skills and responsibility
- providing a clear structure for earning rewards
- providing recognition for contribution.

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DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

Relationship between remuneration and Company performance

Because the Company is in exploration and not production, there is no direct relationship between the Company's financial performance and the level of remuneration paid to key management personnel.

Given that the remuneration is commercially reasonable, the link between remuneration, Company performance and shareholder wealth generation is tenuous, particularly in the exploration and development stage of a minerals company. Share prices are subject to the influence of international metal prices and market sentiment towards the sector and increases or decreases may occur independently of executive performance or remuneration. The Company may issue options to provide an incentive for key management personnel which, it is believed, is in line with industry standards and practice and is also believed to align the interests of key management personnel with those of the Company's shareholders.

Unless otherwise stated, service agreements do not provide for pre-determined compensation values or the manner of payment.

Except in so far as directors and other key management personnel hold options over shares in the Company, there is no relationship between remuneration policy and the Company's performance. The Company's share price was 0.025 cents on 28 February 2017.

The table below sets out summary information about the Company's earnings and movements in shareholders' wealth for the five years to 28 February 2017:

Description	28 February 2017	29 February 2016	28 February 2015	28 February 2014	28 February 2013
Revenue	\$2,500	-	-	-	\$31,926
Net profit/(loss) before tax	(\$2,536,861)	(\$599,653)	(\$1,645,771)	\$(675,689)	\$(1,469,921)
Net profit(loss) after tax	(\$2,536,861)	(\$599,653)	(\$1,645,771)	\$(675,689)	\$(1,469,921)
Basic earnings/(loss) per share (cents)	(0.93)	(0.41)	(1.56)	(0.73)	(1.68)
Change in share price (cents) *	(0.015)	(0.4)	(1.8)	(4.7)	(1.0)

* share prices adjusted for share consolidation in calculating change in share price

There were no dividends paid or returns of capital by the Company during the year or previous 4 years.

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DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

Remuneration of the non-executive directors is approved by the Board and set in aggregate within the maximum amount approved by the shareholders from time to time. The fees have been determined by the Board having regard to industry practice and the need to obtain appropriately qualified independent persons. The aggregate pool of remuneration paid to Non-executive Directors was approved by shareholders in 2011 and is currently \$300,000 per annum. The amount paid to non-executive directors in directors' fees and consulting fees while acting as non-executive directors is included in the table following.

The key management personnel of Orion Metals Limited and the consolidated entity includes the directors of the Parent Entity, Company Secretary Mr Bill Lyne, and Exploration Manager Mr Peter Brookes.

2017 Remuneration

	Short-term employee benefits		Share Based Remuneration	Post Employment Benefits	Total	Perform ance Related %	% consisting of options
	Salary & fees	Bonus	Equity Settled Options*	Superannuation			
	\$	\$	\$	\$	\$	%	%
Directors							
Dr Yi Yang (appointed 22/7/16)	29,392	-	-	-	29,392	-	-
Dr Feng Wu (appointed 22/7/16)	24,493	-	-	-	24,493	-	-
Mr Bo Wang (appointed 22/7/16)	22,044	-	-	-	22,044	-	-
Mr B Cai	86,000	-	-	4,750	90,750	-	-
Dr C Yue (resigned 22/7/16)	18,838	-	-	-	18,838	-	-
Ms Y Wang (resigned 22/7/16)	14,129	-	-	-	14,129	-	-
Dr M Li (resigned 18/3/16)	1,742	-	-	165	1,907	-	-
Other Key Management Personnel							
B. Lyne (Company Secretary)	46,463	-	-	-	46,463	-	-
P Brookes (Exploration Manager)	100,002	-	-	7,044	107,046	-	-
Total	343,103	-	-	11,959	355,062		

As at balance date there was \$150,896 (2016: \$112,000) owing to directors for directors' fees. There were no other transactions with or loans outstanding to key management personnel for the year.

ORION METALS LIMITED
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DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

2016 Remuneration

	Short-term employee benefits		Share Based Remuneration	Post Employment Benefits	Total	Performance Related %	% consisting of options
	Salary & fees	Bonus	Equity Settled Options*	Superannuation			
	\$	\$	\$	\$	\$	%	%
Directors							
Dr C Yue	48,000	-	-	-	48,000	-	-
Ms Y Wang	36,000	-	-	-	36,000	-	-
B Cai	86,000	-	-	4,750	90,750	-	-
Dr M Li	32,877	-	-	3,123	36,000	-	-
Other Key Management Personnel							
B. Lyne (Company Secretary)	36,700	-	-	-	36,700	-	-
P Brookes (Exploration Manager)	147,980	-	-	14,058	162,038	-	-
Total	387,557	-	-	21,931	409,488	-	-

Shareholdings of key management personnel

	Balance 1 March	Received as Remuneration	Options exercised	Net change other	Balance 28 February
Directors					
Dr Yi Yang (appointed 22/7/16)	200,000,000*				200,000,000
Dr Feng Wu (appointed 22/7/16)	200,000,000*	-	-	-	200,000,000
Mr Bo Wang (appointed 22/7/16)	-	-	-	-	0
B Cai	6,250*	-	-	-	6,250

* held in related entities

Other Key Management Personnel

P Brookes	0	-	-	-	0
B Lyne	0	-	-	-	0

Option holdings of key management personnel

Related entities of directors Yang and Wu were granted a total 200,000,000 options by shareholders on 21 July 2016.

There were no other options held by Key Management Personnel or their related entities at any time during the year.

ORION METALS LIMITED
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DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

Service Agreements

Remuneration and other terms of employment for key management personnel, other than the directors and the company secretary, are formalised in service agreements. Details of these agreements are as follows:

Name: Peter Brookes

Title: Exploration Manager

Agreement commenced: 22 August 2016

Term of agreement: 12 months to 22 August 2017

Details: The Company has entered into an agreement with Peter Brookes to provide services on a part time basis at a rate of \$800 per day and a minimum of four days per month. The agreement may be terminated by either party on the giving of one months' notice.

Name: Bill Lyne

Title: Company Secretary

Agreement commenced: 19 January 2010

Term of agreement: Not specified

Details: The Company has entered into an agreement with Company Secretarial Services Pty Ltd for Bill Lyne to provide services on an as required basis, and fees are paid to the that company (which is a related entity of Mr Lyne). No notice period has been specified.

Remuneration Options

No Key Management Personnel options were granted as remuneration during the year. (2016: Nil) There were no cash bonuses or share based payment options granted during the year (2016: nil).

END OF REMUNERATION REPORT

ORION METALS LIMITED
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DIRECTORS' REPORT

15. NON-AUDIT SERVICES

No amounts were paid or payable to the auditor for non-audit services provided during the year by the auditor.

16. INDEMNIFICATION AND INSURANCE OF OFFICERS OR AUDITOR

Each of the Directors and the Secretary of the Company have entered into a Deed with the Company whereby the Company has provided certain contractual rights of access to books and records of the Company to those Directors and Secretary. The Company has insured all of the Directors and Officers of Orion Metals Limited. The contract of insurance prohibits the disclosure of the nature of the liabilities covered and amount of the premium paid. The Corporations Act 2001 does not require disclosure of the information in these circumstances.

The Company has not indemnified or insured its auditor.

18. PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any other such proceedings during the year.

19. AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the year ended 28 February 2017 has been received and forms part of this directors' report and can be found on page 14.

This report is made in accordance with a resolution of the Directors.

Signed:



BIN CAI
Director

15 May 2017

ORION METALS LIMITED
ACN 096 142 737

AUDITOR'S DECLARATION OF INDEPENDENCE



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GPO Box 457 Brisbane QLD 4001
Australia

DECLARATION OF INDEPENDENCE BY A J WHYTE TO THE DIRECTORS OF ORION METALS LIMITED

As lead auditor of Orion Metals Limited for the year ended 28 February 2017, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Orion Metals Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to be 'A J Whyte', written over a circular scribble.

A J Whyte
Director

BDO Audit Pty Ltd

Brisbane, 15 May 2017

ORION METALS LIMITED
ACN 096 142 737

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 28 FEBRUARY 2017

	Note	2017	2016
		\$	\$
Other income		2,500	-
Depreciation expense	11	-	(2,084)
Other expenses	6	(144,588)	(116,206)
Personnel expenses	6	(367,235)	(375,188)
Write off of exploration and evaluation assets	12	(2,030,583)	(108,418)
Write off of other assets		-	(3,986)
Loss from operating activities		(2,539,906)	(605,882)
Finance income	5	3,045	6,229
Finance costs		-	-
Net finance income		3,045	6,229
Profit/(loss) before income tax		(2,536,861)	(599,653)
Income tax	7	-	-
Profit/(loss) after income tax		(2,536,861)	(599,653)
Other comprehensive income			-
Total comprehensive income		(2,536,861)	(599,653)
Profit/(loss) attributable to: the owners of the company		(2,536,861)	(599,653)
Total comprehensive income attributable to: the owners of the company		(2,536,861)	(599,653)
Basic earnings/(loss) per share (cents per share)	16	(0.93)	(0.41)
Diluted earnings/(loss) per share (cents per share)	16	(0.93)	(0.41)

The Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the notes to the financial statements

ORION METALS LIMITED
ACN 096 142 737

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 28 FEBRUARY 2017

	Note	2017 \$	2016 \$
Current Assets			
Cash and cash equivalents	8	435,354	114,791
Trade and other receivables	9	1,210	6,777
Other assets	10	8,896	5,578
Total Current Assets		445,460	127,146
Non-Current Assets			
Property, plant and equipment	11	-	-
Exploration and evaluation assets	12	-	1,904,860
Total Non-Current assets		-	1,904,860
TOTAL ASSETS		445,460	2,032,006
Current Liabilities			
Trade and other payables	13	183,919	199,945
Employee benefits		37,468	50,561
Total Current Liabilities		221,387	250,506
TOTAL LIABILITIES		221,387	250,506
Net Assets		224,073	1,781,500
Equity			
Issued capital	14	14,547,717	13,568,283
Reserves	15	467,838	467,838
Accumulated losses		(14,791,482)	(12,254,621)
Total equity		224,073	1,781,500

The Consolidated Statement of Financial Position should be read in conjunction with the Notes to the Financial Statements

ORION METALS LIMITED
ACN 096 142 737

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 28 FEBRUARY 2017

	Issued Capital \$	Options reserve \$	Accumulated losses \$	Totals \$
Balance at 1 March 2015	13,568,283	467,838	(11,654,968)	2,381,153
Profit /(Loss) after income tax	-	-	(599,653)	(599,653)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	(599,653)	(599,653)
Transactions with owners, recorded directly with equity				
Shares issued during the year	-	-	-	-
Balance at 29 February 2016	13,568,283	467,838	(12,254,621)	1,781,500
Balance at 1 March 2016	13,568,283	467,838	(12,254,621)	1,781,500
Profit /(Loss) after income tax	-	-	(2,536,861)	(2,536,861)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	(2,536,861)	(2,536,861)
Transactions with owners, recorded directly with equity				
Shares issued during the year	1,000,000	-	-	1,000,000
Share issue costs	(20,566)	-	-	(20,566)
Balance at 28 February 2017	14,547,717	467,838	(14,791,482)	224,073

The Consolidated Statement of Changes in Equity should be read in conjunction with the Notes to the Financial Statements

ORION METALS LIMITED
ACN 096 142 737

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 28 FEBRUARY 2017

	Note	2017 \$	2016 \$
Cash Flows From Operating Activities			
Receipts from customers and GST		30,245	45,131
Payments to suppliers and employees		(533,106)	(515,376)
Interest received		3,045	6,229
Net Cash Provided By/ (Used In) Operating Activities	21	<u>(499,816)</u>	<u>(464,016)</u>
 Cash Flows From Investing Activities			
Payment for property, plant and equipment		-	-
Payment for exploration and evaluation assets		(159,055)	(279,901)
Net Cash Provided By/ (Used In) Investing Activities		<u>(159,055)</u>	<u>(279,901)</u>
 Cash Flows From Financing Activities			
Proceeds from issues of equity securities		1,000,000	-
Payments for share issue costs		(20,566)	-
Net Cash Provided By/ (Used In) Financing Activities		<u>979,434</u>	<u>-</u>
 Net Increase/(Decrease) In Cash and Cash Equivalents		320,563	(743,917)
Cash and Cash Equivalents opening balance		<u>114,791</u>	<u>858,708</u>
Cash and Cash Equivalents closing balance	8	<u><u>435,354</u></u>	<u><u>114,791</u></u>

The Consolidated Statement of Cash Flows should be read in conjunction with the notes to the financial statements

ORION METALS LIMITED
ACN 096 142 737

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

1 REPORTING ENTITY

The financial statements of Orion Metals Limited for the year ended 28 February 2017 were authorised for issue in accordance with a resolution of the directors on 15 May 2017 and covers the Consolidated Entity consisting of Orion Metals Limited and its subsidiaries as required by the Corporations Act 2001. Orion Metals Limited is a for-profit entity for the purpose of preparing these financial statements.

The financial statements are presented in Australian dollars.

The address of the registered office and principal place of business is 35 Hamish St, Calamvale, Qld 4116.

2 BASIS OF PREPARATION

A. Statement of compliance

The financial statements are a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AASBs) and other authoritative pronouncements by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The consolidated financial statements of the Consolidated Entity comply with the International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standards Board (IASB).

B. Basis of measurement

The financial statements have been prepared on the historical cost basis, modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the fair value basis of accounting has been applied.

C. Use of estimates and judgements

The preparation of financial statements in conformity with AASB's requires management to make judgements, estimates and assumptions that effect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Information about critical estimates and judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are outlined below:

Impairment

The Consolidated Entity assesses impairment at the end of each reporting period by evaluating conditions specific to the Group that may lead to impairment of other assets and financial assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations are performed or market based information is obtained in assessing recoverable amounts that incorporate a number of key estimates.

ORION METALS LIMITED
ACN 096 142 737

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

2 BASIS OF PREPARATION (Cont'd)

Exploration & evaluation expenditure

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

D. Going concern

The financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and discharge of liabilities in the ordinary course of business. The Group has incurred a net loss after tax for the year ended 28 February 2017 of \$2,536,861 (2016: \$599,653) after an impairment of exploration and evaluation assets of \$2,030,583 (2016: \$108,418). The net cash outflow from operations for the year was \$499,816 (2016: \$464,016). At 28 February 2017, the Group's current assets exceeded its current liabilities by \$224,073 (2016: current liabilities exceeded current assets by \$123,360). This includes \$150,896 owing to directors (2016: \$112,000).

The Company raised \$1,000,000 during the year from the issue of 200,000,000 shares to Excellence Holdings HK Ltd (EH). EH were also issued 200,000,000 options with a term of 2 years and an exercise price of \$0.005. These options are not listed on the ASX. EH is committed to providing ongoing financial support to the Group.

The ability of the consolidated entity to maintain continuity of normal business activities and to pay its debts as and when they fall due is dependent on its ability to successfully raise additional capital and/or successful exploration and subsequent exploitation of areas of interest through sale or development. These circumstances give rise to the existence of a material uncertainty that may cast significant doubt on the consolidated entity's ability to continue as a going concern.

Should the Group be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements. This financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should the Group be unable to continue as a going concern.

3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, and have been applied by all entities in the Consolidated Entity.

A. Basis of consolidation

The consolidated financial statements comprise the financial statements of Orion Metals Limited and its subsidiaries for the year ended 28 February 2017 ("the group"). Subsidiaries are entities (including structured entities) over which the group has control. The group has control over an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity, and has the ability to use its power to affect those returns. Subsidiaries are consolidated from the date on which control is transferred to the group and are deconsolidated from the date that control ceases.

All intercompany balances and transactions, including unrealised profits arising from intragroup transactions have been eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred.

ORION METALS LIMITED
ACN 096 142 737

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

3 SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

B. Income tax

The charge for current income tax expense is based on the profit/loss for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the balance date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Current and deferred tax is recognised in the profit or loss, except where it relates to items recognised in the other comprehensive income or directly in equity. In this case the tax is recognised in the other comprehensive income or directly in equity respectively.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences or tax losses can be utilised.

C. Plant and Equipment

Plant and equipment are measured on the cost basis less depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the consolidated entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

All assets are depreciated on a straight line basis over their useful lives to the consolidated entity commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and equipment	15-33% per annum

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the profit or loss.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

3 SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

D. Exploration and Evaluation Expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

E. Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the year end and which are unpaid. These amounts are unsecured and have 30-60 day payment terms. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

F. Impairment of Financial Assets

At each reporting date, the Consolidated Entity assesses whether there is objective evidence that a financial instrument has been impaired. In the case of loans and receivables, the Consolidated entity first assesses whether objective evidence of impairment exists for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If the Consolidated entity determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a Consolidated entity of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment. In the case of available for sale financial instruments, a significant or prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Losses are recognised in the profit or loss.

G. Impairment of Non-Financial Assets

At each reporting date, the Consolidated Entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed in the profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Consolidated Entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

3 SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

H. Equity Settled Share Based Compensation

The Consolidated Entity may issue equity-settled share-based payments to directors and employees. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using a valuation which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instrument that eventually vest.

I. Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

J. Revenue

Revenue is measured at the fair value of the consideration received or receivable. Interest revenue is recognised using the effective interest rates applicable to the financial assets. Revenue from the sale of goods is recognised at the point of delivery as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all involvement in those goods.

All revenue is stated net of the amount of goods and services tax (GST).

K. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST. Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

L. Issued Capital

Ordinary shares are classified as equity. Costs directly attributable to the issue of new shares or options are shown as a deduction from equity.

M. Earnings per share

The Consolidated Entity presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

3 SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

N. Leases

Leases of property, plant and equipment, where substantially all the risks and benefits incidental to the ownership of the asset, but not legal ownership, are transferred to the consolidated entity are classified as finance leases.

Finance leases are capitalised recording an asset and a liability equal to the present value of the minimum lease payments, including any guaranteed residual value. Leased assets are depreciated over the shorter of the asset's useful life and the lease term. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Lease payments under operating leases, where substantially all the risks and benefits remain with the lessor, are charged to the profit or loss on a straight line basis over the period of the lease.

O. New, revised or amending Accounting Standards and Interpretations adopted

New standards and amendments to standards are mandatory for the first time for the financial year beginning 1 March 2016. The adoption of the new or amended standards did not have any material impact on the current year or any prior year and is not likely to affect future periods.

No new or revised Australian Accounting Standards that have been issued but not yet effective have been applied in the preparation of these financial statements. Such standards are not expected to have a material impact on the Group's financial report on initial application.

4 SEGMENT REPORTING

The Consolidated Entity has identified its operating segments based on the internal reports that are reviewed and used by the board of directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The Consolidated Entity is managed primarily on a geographic basis, that is, the location of the respective areas of interest (tenements) in Australia. Operating segments are determined on the basis of financial information reported to the Board which is at the Consolidated Entity level. The Consolidated entity does not have any products/services it derives revenue from.

Accordingly, management currently identifies the Consolidated Entity as having only one operating segment, being exploration. There have been no changes in the operating segments during the year. Accordingly, all significant operating decisions are based upon analysis of the Consolidated Entity as one segment. The financial results from the segment are equivalent to the financial statements of the Consolidated Entity as a whole.

ORION METALS LIMITED
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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

	Consolidated Entity 2017 \$	Consolidated Entity 2016 \$
5 REVENUE AND OTHER INCOME		
Other income	2,500	-
Finance income	3,045	6,229
	<u>5,545</u>	<u>6,229</u>
6 EXPENSES		
Profit/(loss) before income tax expense has been determined after:		
Audit and accountancy fees	45,534	46,149
Legal fees	21,941	1,104
Share registry expenses and listing fees	32,870	31,010
Insurance	15,546	15,306
Travel and accommodation	953	1,795
Other miscellaneous costs	27,744	20,842
Administrative expenses	<u>144,588</u>	<u>116,206</u>
<i>Employee expenses:</i>		
Salaries and on-costs	161,915	167,040
Directors fees and consultancy fees	<u>205,320</u>	<u>208,148</u>
	<u>367,235</u>	<u>375,188</u>
7 INCOME TAX		
Components of tax expense/(benefit) comprise:		
Current tax	-	-
Deferred tax	-	-
Income Tax Expense/(Benefit)	<u>-</u>	<u>-</u>
<i>Numerical reconciliation of income tax benefit to prima facie tax payable</i>		
Loss from operations for the year	(2,536,861)	599,653
The prima facie income tax benefit on loss before income tax at a tax rate of 30% (2015: 30%)	761,058	179,896
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Deferred tax asset not recognised on current year loss	<u>(761,058)</u>	<u>(179,896)</u>
Total income tax benefit	<u>-</u>	<u>-</u>

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

	Consolidated Entity 2017 \$	Consolidated Entity 2016 \$
7 INCOME TAX (Cont'd)		
<i>Net unrecognised deferred tax assets</i>		
Net Deductible temporary differences	32,161	34,589
Exploration and evaluation expenditure	-	(571,458)
Unused tax losses	5,313,227	5,115,031
Net unrecognised deferred tax asset	<u>5,345,388</u>	<u>4,578,162</u>
 <i>Gross amounts of items in net unrecognised deferred tax assets</i>		
Net Deductible temporary differences	107,202	115,298
Exploration and evaluation expenditure	-	(1,904,860)
Unused tax losses	17,710,756	17,050,104
Total unrecognised deferred tax assets	<u>17,817,958</u>	<u>15,260,542</u>
The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.		
The above potential tax benefit, which excludes tax losses, for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.		
The consolidated entity has no franking credits.		
 8 CASH AND CASH EQUIVALENTS AND OTHER FINANCIAL ASSETS		
Cash at bank	<u>435,354</u>	<u>114,791</u>
 9 TRADE & OTHER RECEIVABLES		
Other debtors	1,210	6,777
	<u>1,210</u>	<u>6,777</u>
No receivables are past due or impaired (2016: nil) no collateral is held (2016:nil)		
 10 OTHER ASSETS		
Current		
Deposits	2,578	2,578
Prepayments	6,318	3,000
	<u>8,896</u>	<u>5,578</u>

ORION METALS LIMITED
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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

Consolidated Entity	Consolidated Entity
2017	20156
\$	\$

11 PLANT & EQUIPMENT

Plant & equipment at cost	-	12,150
Accumulated depreciation and impairment	-	(12,150)
	-	-

Reconciliation

Reconciliations of the carrying amount of each class of plant and equipment between the beginning and the end of the financial year

Balance at the beginning of the year	-	6,070
Additions	-	-
Depreciation	-	(2,084)
Write off plant and equipment	-	(3,986)
Balance at the end of the year	-	-

12 EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation expenditure carried forward in respect of areas of interest

INTANGIBLE ASSETS

Reconciliation

Balance at the beginning of the year	1,904,860	1,714,941
Additions	125,723	298,337
Write off	(2,030,583)	(108,418)
Balance at the end of the year	-	1,904,860

The ultimate recoupment of costs carried forward for exploration and evaluation phases is dependent upon the successful development and exploitation or sale of the respective areas of interest.

The Consolidated Entity's exploration and evaluation assets were fully impaired as at 28 February 2017, resulting in an Impairment expense for the year of \$2,030,583 (2016:\$108,418). The exploration and evaluation assets were fully impaired at 28 February 2017 as no substantive exploration and evaluation expenditure was planned or budgeted at that date.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

Consolidated Entity 2017 \$	Consolidated Entity 2016 \$
--------------------------------------	--------------------------------------

13 TRADE AND OTHER PAYABLES

Trade payables and accruals

183,919	199,445
183,919	199,445

14 ISSUED CAPITAL

345,097,443 (2016: 145,097,443) fully paid ordinary shares

14,784,719 **13,784,719**

Transaction costs relating to share issues (net of tax)

(237,002)	(216,436)
14,547,717	13,568,283

	Consolidated entity 2017		Consolidated entity 2016	
	#	\$	#	\$
Ordinary shares				
Balance at the beginning of the year	145,097,443	13,568,283	145,097,443	13,568,283
Share issues	200,000,000	1,000,000	-	-
Share issue costs	-	(20,566)	-	-
Balance at the end of the year	345,097,443	14,547,717	145,097,443	13,568,283

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

Share buy-back

There is no current on-market share buy-back.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

14 ISSUED CAPITAL (Cont'd)

Capital risk management

The consolidated entity's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In common with many other exploration companies, the parent raises finance for the consolidated entity's exploration and appraisal activities in discrete tranches. The consolidated entity's overall strategy remains unchanged from 2016.

The consolidated entity is not subject to externally imposed capital requirements.

15 RESERVES

	Consolidated Entity 2017 \$	Consolidated Entity 2016 \$
Options reserve		
Opening balance	467,838	467,838
Options issued	-	-
Closing balance	<u>467,838</u>	<u>467,838</u>

The option reserve account is to account for share based payments

16 EARNINGS PER SHARE

	2017 (Number)	2016 (Number)
Weighted average number of shares used as the denominator in calculating basic and diluted earnings per share	271,672,785	145,097,443
	2017 \$	2016 \$
Net loss after tax used in calculating basic earnings per share	<u>2,536,861</u>	<u>599,653</u>
Net loss after tax used in calculating diluted earnings per share	2,536,861	599,653

17 CONTROLLED ENTITIES

Investments in controlled entities

	Country of incorporation	% ownership 2017	% ownership 2016	Class of shares
Rich Resources Investments Pty Ltd	Australia	100%	100%	Ord
Broughton Orion Pty Ltd	Australia	100%	100%	Ord

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

	Consolidated Entity 2017 \$	Consolidated Entity 2016 \$
18 COMMITMENTS FOR EXPENDITURE		
Commitments for maintaining exploration tenements payable		
- Not longer than 1 year	269,351	-
- Longer than 1 year but not longer than 5 years	1,035,720	786,565
- Longer than 5 years	-	-
	<u>1,305,071</u>	<u>786,565</u>
Tenement rentals		
- Not longer than 1 year	106,488	91,144
- Longer than 1 year but not longer than 5 years	216,875	179,525
- Longer than 5 years	-	-
	<u>323,363</u>	<u>270,669</u>

19 CONTINGENT LIABILITIES AND ASSETS

The possibility of native title claim applications at some future time, under the provisions of the Native Title Act (1993), may affect access to and tenure of exploration tenements. Any substantial claim may have an effect on the value of the tenement affected by the claim. No provision has been made in the accounts for the possibility of a native title claim application.

The consolidated entity is liable to pay royalties of 1% of gross sales proceeds from the Tanami West Project, capped at \$100,000. As this project is still in the early stages of exploration it is premature to determine whether a royalty will be payable in future years.

Otherwise the Directors are not aware of any contingent liabilities or contingent assets that are likely to have a material effect on the results of the Consolidated Entity as disclosed in these financial statements.

	Consolidated entity 2017 \$	Consolidated entity 2016 \$
20 RELATED PARTIES		
Key management personnel compensation		
Short term employee benefits	343,103	387,557
Post-employment benefits	11,959	21,931
	<u>355,062</u>	<u>409,488</u>

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

21 CASH FLOW INFORMATION

	Consolidated Entity 2017 \$	Consolidated Entity 2016 \$
<i>Reconciliation of cash flow from operations with profit / (loss) after tax</i>		
Profit / (loss) after tax	(2,536,861)	(599,653)
Non-cash flows:		
Depreciation	-	2,084
Write off of exploration and evaluation expenditure	2,030,583	108,418
Write off of other assets	-	3,986
	<u>(506,278)</u>	<u>(485,165)</u>
Changes in operating assets and liabilities		
Decrease in receivables	5,867	17,683
Decrease/(increase) in other assets	(3,317)	2,385
(Decrease)/increase in creditors and payables	17,006	(20,687)
(Decrease)/Increase in employee entitlements	<u>(13,094)</u>	<u>21,768</u>
Net cash used in operating activities	<u><u>(499,816)</u></u>	<u><u>(464,016)</u></u>

22 FINANCIAL INSTRUMENTS

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expense are recognised, in respect of each class of financial asset, financial liability, and equity instrument are disclosed in Note 3 to the financial statements.

Financial risk management objectives

The financial risks of the consolidated entity include market risk (including currency risk and price risk), credit risk and liquidity risk. The consolidated entity does not hedge these risk exposures. The Consolidated entity does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

22 FINANCIAL INSTRUMENTS (Cont'd)

Market risk

Market risk is the risk that changes in market prices such as interest rates and equity prices will affect the Consolidated entity's income and value of its holdings.

The Consolidated Entity's activities expose it primarily to the financial risks of changes in interest rates on its cash and cash equivalents. It is the policy of the Consolidated Entity to manage their risks by continuously monitoring interest rates. There has been no change to the Consolidated Entity's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

(i) Interest risk management

Interest rate risks are caused by fluctuations in interest rates which, in turn, are due to market factors.

Interest rate sensitivity

The Consolidated Entity's main interest rate risk arises from cash and cash equivalents. The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the consolidated entity's profit/loss before taxes through the impact on cash and cash equivalents and held to maturity investments with a decrease or an increase of 0.25% in interest rates.

	Consolidated Entity 2017	Consolidated Entity 2016
	\$	\$
Sensitivity		
Cash and cash equivalents and other financial assets	435,354	114,791
Effect on profit or loss before taxes		
Increase 0.25%	1,088	287
Decrease 0.25%	(1,088)	(287)

(ii) Price risk management

The Consolidated Entity did not hold any listed equity securities at balance date.

Liquidity risk management

Liquidity risks are caused by the inability to raise the money needed to meet payment of liabilities as and when they fall due. The Consolidated Entity manages liquidity risk by maintaining of reserves and by continually monitoring forecast and actual cash flows and cash balances. The parent entity raises equity for the Consolidated Entity's exploration and appraisal activities in discrete tranches.

At 28 February 2017 and 29 February 2016 the only financial liabilities of the Consolidated Entity were trade payables and accruals. All trade payables and accruals have a contractual maturity of 6 months or less.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

22 FINANCIAL INSTRUMENTS (Cont'd)

Credit risk management

In relation to financial assets, credit risk arises from the potential failure of counterparties to meet their obligations under a contract or arrangements. Credit risk for the Consolidated Entity arises from cash and cash equivalents and outstanding receivables. The Consolidated Entity is not exposed to any material credit risks and only trade with credit worthy third parties, outside of cash & cash equivalents which are all held with Australian regulated banks. The maximum exposure to credit risk is the carrying amount of the financial assets recognised in the statement of financial position.

Fair values

The carrying amounts of all financial assets and liabilities primarily comprising cash and cash equivalents, trade and other receivables, and trade and other payables are stated at their fair value.

	Consolidated Entity 2017 \$	Consolidated Entity 2016 \$
23 AUDITORS REMUNERATION		
Amounts paid/payable for audit or review of the financial statements	36,454	36,069
	36,454	36,069
Amounts paid/payable for tax services	-	-
	36,454	36,069

24 SHARE-BASED PAYMENTS

On 21 July 2016 200,000,000 options were issued with an exercise price of 0.5 cents and an expiry date of 21 July 2018.

No options were issued during the year ended 29 February 2016.

Consolidated Entity

	2017		2016	
	No. of options	Weighted average exercise price (cents)	No. of options	Weighted average exercise price (cents)
Outstanding at beginning of year	-	-	-	-
Granted	200,000,000	0.5	-	-
Forfeited	-	-	-	-
Exercised	-	-	-	-
Outstanding at year-end	200,000,000	0.5	-	-
Exercisable at year-end	200,000,000	0.5	-	-

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2017

25 SUBSEQUENT EVENTS

There have been no matters or circumstances that have arisen since the end of the year which significantly affected or could significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated group in future financial years.

26 PARENT ENTITY DISCLOSURES

	2017	2016
	\$	\$
Result of parent entity		
Profit/loss for the year	(1,219,313)	(739,993)
Other comprehensive income/(loss) for the year	-	-
Total comprehensive income	<u>(1,219,313)</u>	<u>(739,993)</u>
 Financial position of parent entity at year end		
Current Assets	444,345	124,310
Total assets	444,345	676,688
 Current Liabilities	221,387	213,851
Total liabilities	221,387	213,851
 Net Assets	<u>222,958</u>	<u>462,837</u>
Total equity of the parent entity comprising :		
Issued capital	14,547,717	13,568,283
Reserves	467,838	467,838
Accumulated losses	(14,792,597)	(13,573,284)
Total equity	<u>222,958</u>	<u>462,837</u>

The Company's contingencies and commitments comprise tenement rentals and commitments for maintaining exploration tenements. The total commitments as at 28 February 2017 are \$ 673,386 (2016: \$817,868).

The Company has not entered into any guarantees.

27 COMPANY DETAILS

The Company's registered office and principal place of business is located at:

35 Hamish Street, Calamvale, Qld 4116

Company Secretary : Bill Lyne

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DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. The attached financial statements and notes are in accordance with the Corporations Act 2001, including :-
 - (a) complying with Australian Accounting Standards (including Australian Accounting Interpretations) and the Corporations Regulations 2001; and
 - (b) giving a true and fair view of the financial position as at 28 February 2017 and performance for the year ended on that date of the consolidated entity,
2. The financial statements also comply with International Financial Reporting Standards as disclosed in note 2.
3. The Remuneration Report as set out in the Directors' Report complies with Section 300A of The Corporations Act 2001.
4. The Chief Executive Officer and Chief Financial Officer have declared that:
 - (a) the financial records of the company for the financial year have been properly maintained in accordance with Section 286 of the Corporations Act 2001;
 - (b) the financial statements and notes for the financial year comply with the Australian Accounting Standards (including Australian Accounting Interpretations); and
 - (c) the financial statements and notes for the financial year give a true and fair view.
5. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



BIN CAI
Director

Dated this 15th day of May 2017

INDEPENDENT AUDITOR'S REPORT

To the members of Orion Metals Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Orion Metals Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 28 February 2017, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Group's financial position as at 28 February 2017 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2(d) in the financial report which describes the conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Recoverability of exploration and evaluation assets

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p><i>Refer to note 12 to the financial report for details.</i></p> <p>As at 28 February 2017, the Group has written off its exploration and evaluation assets of \$2,030,583.</p> <p>The recoverability of the exploration and evaluation assets was considered a key audit matter due to:</p> <ul style="list-style-type: none"> the carrying value of exploration and evaluation expenditure represents a significant asset of the Group, we considered it necessary to assess whether the facts and circumstances existed to suggest that the carrying amount of this asset may exceed the recoverable amount; and Determining whether impairment indicators exist involves significant judgement by management. 	<p>We enquired of management if any impairment indicators in accordance with AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i> have been identified across the Group's exploration projects, the indicators being:</p> <ul style="list-style-type: none"> Expiring, or imminently expiring, rights to tenure; A lack of budgeted or planned exploration and evaluation spend on the areas of interest; Discontinuation of, or a plan to discontinue, exploration activities in the areas of interest; and/or Sufficient data exists to suggest carrying value of exploration and evaluation assets is unlikely be recovered in full through successful development or sale. <p>We verified a sample of current tenement licences to determine that the group has the rights to tenure and maintains the tenements in good standing.</p> <p>We obtained the exploration budget for the 2018 year and noted that there is insufficient forecasted expenditure to confirm continued exploration spend into the projects.</p> <p>We also reviewed ASX announcements and Board meeting minutes for the year and subsequent to year end for exploration activity to identify any indicators of impairment.</p>

Other information

The directors are responsible for the other information. The other information comprises the directors' report for the year ended 28 February 2017 which we obtained prior to the date of this

auditor's report, and the annual report excluding the financial report and our auditor's report thereon, which is expected to be made available to us after that date.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and will request that it is corrected. If it is not corrected, we will seek to have the matter appropriately brought to the attention of users for whom our report is prepared.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

http://www.auasb.gov.au/auditors_files/ar2.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 8 to 12 of the directors' report for the year ended 28 February 2017.

In our opinion, the Remuneration Report of Orion Metals Limited, for the year ended 28 February 2017, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO Audit Pty Ltd



A J Whyte
Director

Brisbane, 15 May 2017

